

HELM

FINANCIAL CORPORATION

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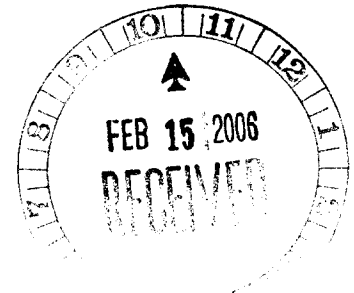
February 14, 2006

RECORDATION NO. 22825-D FILED

FEB 15 '06

3-37 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

RE: Partial Termination of Master Lease Agreement dated as of February 2, 2006 by Helm Financial Corporation ("**Partial Termination**").

Dear Mr. Williams:

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Partial Termination.

In connection with the recording of the Partial Termination, please note the following information:

Name and Address of Lessor: Helm Financial Corporation
505 Sansome Street, Suite 1800
San Francisco, CA 94111

Name and Address of Lessee: Canadian Pacific Railway Company
401 9th Avenue SW, Suite 400
Gulf Canada Square
Calgary, Alberta T2P 4Z4

Equipment: 25 Bi-Level Autoracks
TTGX 942447-965865 (Not Inclusive)

Please record this Partial Termination as a supplemental agreement to STB Recordation No. 22825-A filed on March 20, 2000 at 10:23 AM. The filing fee of \$33.00 is included in our enclosed check.

Summary: Partial Termination of Master Lease Agreement dated as of February 2, 2006 by Helm Financial Corporation for 25 b-level autoracks, TTX 942447-965865 (Not Inclusive), to be filed as a supplemental agreement. Please file this Partial Termination as a supplemental agreement to STB Recordation No. 22825-A.

Yours truly,

Sharon L. Van Fossan
Supervisor Contract Administration

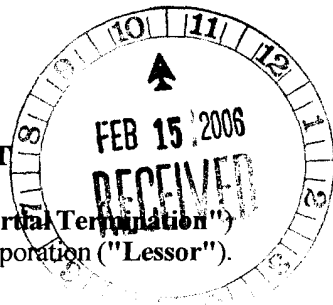
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Enclosures (2)

FEB 15 '06

3-37 PM

SURFACE TRANSPORTATION BOARD
PARTIAL TERMINATION OF MASTER LEASE AGREEMENT

THIS PARTIAL TERMINATION OF MASTER LEASE AGREEMENT ("Partial Termination") is dated as of February 2, 2006 by HELM FINANCIAL CORPORATION, a California corporation ("Lessor").



1. **Recitals.** Lessor entered into the Master Lease Agreement dated as of March 1, 1998 ("Master Lease") and Schedule No. 1 thereto dated as of March 1, 1998 ("Schedule No. 1") with **Canadian Pacific Railway Company**, a Canadian corporation, with respect to the twenty-five (25) auto racks described in Schedule A attached hereto. The Memorandum of Schedule No. 1 dated as of March 1, 1998 is on file at the Surface Transportation Board of the Department of Transportation ("STB") under STB Recordation No. 22825-A filed on March 20, 2000 at 10:23 AM.

Schedule No. 1 was terminated on November 30, 2005. The purpose of this Partial Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** Schedule No. 1 to the Master Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Partial Termination of Master Lease Agreement to be signed in its corporate name as of the date first above written.

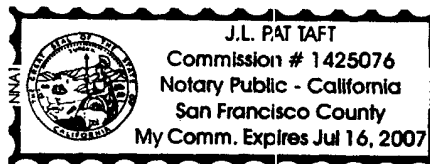
HELM FINANCIAL CORPORATION

By: Barbara W. Wilson
Name: Barbara W. Wilson
Title: Senior Vice President & Chief Financial Officer

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On February 2, 2006 before me, J.L. Pat Taft, personally appeared Barbara W. Wilson, Senior Vice President and Chief Financial Officer of Helm Financial Corporation, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Signature

J.L. Pat Taft

(Seal)

SCHEDULE A

To the Partial Termination of Master Lease Agreement dated as of February 2, 2006

Description of the Unit: Twenty-five (25), bi-level, fully enclosed autoracks rebuilt by Transco in 1989 and 1990.

Units Mark and Numbers:

TTGX 942447
TTGX 942453
TTGX 942454
TTGX 942455
TTGX 942456
TTGX 942458
TTGX 942459
TTGX 942460
TTGX 942461
TTGX 942462
TTGX 942463
TTGX 942464
TTGX 942465
TTGX 942468
TTGX 942470
TTGX 942471
TTGX 965668
TTGX 965681
TTGX 965691
TTGX 965706
TTGX 965841
TTGX 965843
TTGX 965863
TTGX 965864
TTGX 965865